

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
CITY OF BIRMINGHAM RETIREMENT AND :
RELIEF SYSTEM; ELECTRICAL WORKERS :
PENSION FUND LOCAL 103, I.B.E.W.; and :
LOCAL 103, I.B.E.W. HEALTH BENEFIT PLAN, : Civil Action No.: 1:19-cv-01704-JSR
individually and on behalf of all others similarly :
situated, :
:
:

Plaintiffs, :

v. :

BANK OF AMERICA, N.A.; BARCLAYS BANK :
PLC; BARCLAYS CAPITAL INC.; BNP PARIBAS :
SECURITIES CORP.; CITIGROUP GLOBAL :
MARKETS INC.; CREDIT SUISSE AG; CREDIT :
SUISSE SECURITIES (USA) LLC; DEUTSCHE :
BANK AG; DEUTSCHE BANK SECURITIES INC.; :
FIRST TENNESSEE BANK, N.A.; FTN :
FINANCIAL SECURITIES CORP.; GOLDMAN :
SACHS & CO. LLC; JPMORGAN CHASE BANK, :
N.A.; JPMORGAN SECURITIES LLC; MERRILL :
LYNCH, PIERCE, FENNER & SMITH INC; AND :
UBS SECURITIES LLC, :
:
:

Defendants. :

----- x
ALASKA ELECTRICAL PENSION FUND, :
on behalf of itself and all others similarly situated, :
:
:

Plaintiff, :

: Civil Action No.: 1:19-cv-01796-JSR

v. :

BANK OF AMERICA, N.A., MERRILL LYNCH, :
PIERCE, FENNER & SMITH INC., BARCLAYS :
CAPITAL INC., BNP PARIBAS SECURITIES :
CORP., CITIGROUP GLOBAL MARKETS INC., :
DEUTSCHE BANK SECURITIES INC., HSBC :
SECURITIES (USA) INC., HSBC BANK PLC, J.P. :
MORGAN CHASE BANK, N.A.; J.P. MORGAN :
SECURITIES LLC, J.P. MORGAN CHASE BANK, :
N.A., NOMURA SECURITIES INTERNATIONAL, :
:

INC., TD SECURITIES (USA) LLC, and WELLS FARGO SECURITIES, LLC, :
Defendants. :
: x
DEERFIELD BEACH MUNICIPAL FIREFIGHTERS' PENSION TRUST FUND, individually and on behalf of all others similarly situated, : Civil Action No.: 1:19-cv-1900-JSR
Plaintiff, :
: v.
BANK OF AMERICA, N.A.; BARCLAYS BANK PLC; BARCLAYS CAPITAL INC.; BNP PARIBAS SECURITIES CORP.; CITIGROUP GLOBAL MARKETS INC.; CREDIT SUISSE AG; CREDIT SUISSE SECURITIES (USA) LLC; DEUTSCHE BANK AG; DEUTSCHE BANK SECURITIES INC.; FIRST TENNESSEE BANK, N.A.; FTN FINANCIAL SECURITIES CORP.; GOLDMAN SACHS & CO. LLC; JPMORGAN CHASE BANK, N.A.; JPMORGAN SECURITIES LLC; MERRILL LYNCH, PIERCE, FENNER & SMITH INC; AND UBS SECURITIES LLC, :
Defendants. :
: x
LINCOLNSHIRE POLICE PENSION FUND, individually and on behalf of all others similarly situated, : Civil Action No.: 1:19-cv-2045-JSR
Plaintiff, :
: v.
BANK OF AMERICA, N.A.; BARCLAYS BANK PLC; BARCLAYS CAPITAL INC.; BNP PARIBAS SECURITIES CORP.; CITIGROUP GLOBAL MARKETS INC.; CREDIT SUISSE AG; CREDIT SUISSE SECURITIES (USA) LLC; DEUTSCHE BANK AG; DEUTSCHE BANK SECURITIES INC.; FIRST TENNESSEE BANK, N.A.; FTN

FINANCIAL SECURITIES CORP.; GOLDMAN SACHS & CO. LLC; JPMORGAN CHASE BANK, N.A.; JPMORGAN SECURITIES LLC; MERRILL LYNCH, PIERCE, FENNER & SMITH INC.; AND UBS SECURITIES LLC,

Defendants. :
: :
----- X

JOSEPH M. TORSSELLA, IN HIS OFFICIAL
CAPACITY AS TREASURER OF THE
COMMONWEALTH OF PENNSYLVANIA,
individually and on behalf of all others similarly
situated, :
: Civil Action No.: 1:19-cv-02438-JSR
:
:

Plaintiff,

- against -

BANK OF AMERICA, N.A.; BARCLAYS BANK PLC; BARCLAYS CAPITAL INC.; BNP PARIBAS SECURITIES CORP.; CITIGROUP GLOBAL MARKETS INC.; CREDIT SUISSE AG; CREDIT SUISSE SECURITIES (USA) LLC; DEUTSCHE BANK AG; DEUTSCHE BANK SECURITIES INC.; FIRST TENNESSEE BANK, N.A.; FTN FINANCIAL SECURITIES CORP.; GOLDMAN SACHS & CO. LLC; JPMORGAN CHASE BANK, N.A.; J.P. MORGAN SECURITIES LLC; MERRILL LYNCH, PIERCE, FENNER & SMITH INC.; AND UBS SECURITIES LLC,

Defendants.

**STIPULATION AND [PROPOSED] ORDER REGARDING SERVICE AND
TIME FOR DEFENDANTS TO ANSWER, MOVE OR OTHERWISE
RESPOND TO THE COMPLAINTS**

WHEREAS, on February 22, 2019, plaintiffs City of Birmingham Retirement and Relief System, Electrical Workers Pension Fund Local 103, I.B.E.W, and Local 103, I.B.E.W.

Health Benefit Plan (“City of Birmingham”) filed a complaint in Case No. 1:19-cv-01704 in this Court (“City of Birmingham action”);

WHEREAS, on February 26, 2019, plaintiff Alaska Electrical Pension Fund (“Alaska Electrical”) filed a complaint in Case No. 1:19-cv-01796 in this Court (“Alaska Electrical action”) and marked the action as related to the City of Birmingham action;

WHEREAS, on February 28, 2019, plaintiff Deerfield Beach Municipal Firefighters’ Pension Trust Fund (“Deerfield Beach”) filed a complaint in Case No. 1:19-cv-01900 in this Court (“Deerfield Beach action”) and marked the action as related to the City of Birmingham action;

WHEREAS, on March 5, 2019, plaintiff Lincolnshire Police Pension Fund (“Lincolnshire Police” and, together with City of Birmingham, Alaska Electrical, and Deerfield Beach, “Plaintiffs”) filed a complaint in Case No. 1:19-cv-2045 in this Court (“Lincolnshire Police action”) and marked the action as related to the City of Birmingham action;

WHEREAS, on March 19, 2019, plaintiff Joseph M. Torsella, in his Official Capacity as Treasurer of the Commonwealth of Pennsylvania (“Torsella” and, together with City of Birmingham, Alaska Electrical, Deerfield Beach, and Lincolnshire Police, “Plaintiffs”) filed a complaint in Case No. 1:19-cv-02438 in this Court (“Torsella action”) and marked the action as related to the City of Birmingham action;

WHEREAS, the City of Birmingham action, the Alaska Pension Fund action, the Deerfield Beach action, the Lincolnshire Police action, and the Torsella action are collectively referred to herein as the “Related Actions”;

WHEREAS, the following parties (“Defendants”) are named as defendants in one or more of the Related Actions: Bank of America, N.A., Barclays Bank PLC, Barclays Capital

Inc., BNP Paribas Securities Corp., Citigroup Global Markets Inc., Credit Suisse AG, Credit Suisse (USA) LLC, Deutsche Bank AG, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., HSBC Bank PLC, First Tennessee Bank, N.A., FTN Financial Securities Corp., Goldman Sachs & Co. LLC, JPMorgan Chase Bank, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Inc., Nomura Securities International, Inc., TD Securities (USA) LLC, UBS Securities LLC, and Wells Fargo Securities, LLC;

WHEREAS, certain Plaintiffs in the Related Actions have attempted to effectuate service of their complaint on certain Defendants, but not others;

WHEREAS, the Related Actions involve common questions of law and fact, make substantially similar factual allegations and assert the same claims, and the undersigned parties agree, subject to approval of the Court, that the Related Actions should be consolidated for all purposes under Federal Rule of Civil Procedure 42(a);

WHEREAS, on March 18, 2019, the Court scheduled an initial conference on April 3, 2019 at 11:00 AM for the purpose of case management pursuant to Fed. R. Civ. P. 16, and ordered the parties to submit a proposed case management plan by March 27, 2019;

WHEREAS, there has been no prior request to extend any deadlines in the Related Actions;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to approval of the Court, that:

1. The undersigned counsel accept service of the complaints in the Related Actions on behalf of their respective clients, expressly reserving the right to contest whether any party is properly named as a defendant, and without waiver of any defenses, including without limitation

those related to personal jurisdiction and venue, except as to the sufficiency of process and the service of process.

2. All Defendants' time to answer, move or otherwise respond to the complaints filed in the Related Actions is hereby suspended until an order is entered by the Court at or after the April 3 initial conference at which the parties anticipate addressing with the Court, among other things, a schedule for: (i) the consolidation of the Related Actions; (ii) the appointment of interim lead counsel under Federal Rule of Civil Procedure 23(g); (iii) the filing of the Consolidated Amended Complaint; and (iv) a briefing schedule for motions to dismiss the Consolidated Amended Complaint.

Dated: March 21, 2019
New York, New York

Respectfully submitted,



Christopher M. Burke
SCOTT+SCOTT ATTORNEYS AT LAW LLP
600 W. Broadway
Suite 3300
San Diego, CA 92101
Telephone: (619) 233-4565
Facsimile: (619) 233-0508
cburke@scott-scott.com

David R. Scott
Amanda F. Lawrence
SCOTT+SCOTT ATTORNEYS AT LAW LLP
156 South Main Street
P.O. Box 192
Colchester, CT 06415
Telephone: (860) 537-5537
Facsimile: (860) 537-4432
david.scott@scott-scott.com
alawrence@scott-scott.com

Donald A. Broggi
Kristen Anderson
Thomas Boardman
SCOTT + SCOTT ATTORNEYS AT LAW LLP
The Helmsley Building
230 Park Avenue, 17th Floor
New York, NY 10169
Telephone: (212) 223-6444
Facsimile: (212) 223-6334
dbroggi@scott-scott.com
kanderson@scott-scott.com
tboardman@scott-scott.com

Vincent Briganti
Christian Levis
Roland R. St. Louis, III
LOWEY DANNENBERG, P.C.
44 South Broadway
Suite 1100
White Plains, NY 10601
Telephone: (914) 997-0500
Facsimile: (914) 997-0035
vbriganti@lowey.com
clevis@lowey.com
rslouis@lowey.com

Julia R. McGrath
LOWEY DANNENBERG, P.C.
One Tower Bridge
100 Front Street
Suite 520
West Conshohocken, PA 19405
Telephone: (215) 399-4770
Facsimile: (610) 862-9777
jmcgrath@lowey.com

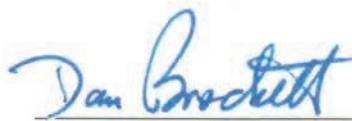
George A. Zelcs
Randall P. Ewing, Jr.
Ryan Z. Cortazar
KOREIN TILLERY, LLC
205 North Michigan Avenue
Suite 1950
Chicago, IL 60601
Telephone: (312) 61-9750
Facsimile: (312) 641-9751
gzelcs@koreintillery.com
rewing@koreintillery.com
rcortazar@koreintillery.com

Stephen M. Tillary
Michael E. Klenov
KOREIN TILLERY, LLC
505 North 7th Street
Suite 3600
St. Louis, MO 63101
Telephone: (314) 241-4844
Facsimile: (314) 241-3525
stillery@koreintillery.com
mklenov@koreintillery.com

Todd A. Seaver
Carl N. Hammarskjold
BERMAN TABACCO
44 Montgomery Street
Suite 650
San Francisco, CA 94104
Telephone: (415) 433-3200
Facsimile: (415) 433-6382
tseaver@bermantabacco.com
chammarskjold@bermantabacco.com

Leslie R. Stern
BERMAN TABACCO
One Liberty Square
Boston, MA 02109
Telephone: (617) 542-8300
Facsimile: (617) 542-1194
lstern@bermantabacco.com

*Attorneys for Plaintiffs City of Birmingham
Retirement and Relief System and Electrical
Workers Pension Fund Local 103, I.B.E.W. and
Local 103, I.B.E.W. Health Benefit Plan*



Daniel L. Brockett
Steig D. Olson
Thomas J. Lepri
Christopher M. Seek
QUINN EMMANUEL URQUHANT &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100
danbrockett@quinnemmanuel.com
steigolson@quinnemmanuel.com
thomaslepri@quinnemmanuel.com
christopherseek@quinnemmanuel.com

Anthony P. Alden
Jeremy D. Andersen
QUINN EMMANUEL URQUHANT &
SULLIVAN, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017
Telephone: (213) 443-3000
Facsimile: (213) 443-3100
anthonyalden@quinnemmanuel.com
jeremyandersen@quinnemmanuel.com

Patrick J. Coughlin
David W. Mitchell
Brian O. O'Mara
Steven M. Jodlowski
Ashley M. Kelly
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: (619) 231-1058
Facsimile: (619) 231-7423
patic@rgrdlaw.com
bomara@rdrdlaw.com
sjodlowski@rgrdlaw.com
akelly@rgrdlaw.com

Attorneys for Plaintiff Alaska Electrical Pension Fund

Daniel L. Brockett
Steig D. Olson
Thomas J. Lepri
Christopher M. Seek
QUINN EMMANUEL URQUHANT &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100
danbrockett@quinnemmanuel.com
steigolson@quinnemmanuel.com
thomaslepri@quinnemmanuel.com
christopherseek@quinnemmanuel.com

Anthony P. Alden
Jeremy D. Andersen
QUINN EMMANUEL URQUHANT &
SULLIVAN, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017
Telephone: (213) 443-3000
Facsimile: (213) 443-3100
anthonyalden@quinnemmanuel.com
jeremyandersen@quinnemmanuel.com



Patrick J. Coughlin
David W. Mitchell
Brian O. O'Mara
Steven M. Jodlowski
Ashley M. Kelly
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: (619) 231-1058
Facsimile: (619) 231-7423
patc@rgrdlaw.com
bomara@rdrdlaw.com
sjodlowski@rgrdlaw.com
akelly@rgrdlaw.com

Attorneys for Plaintiff Alaska Electrical Pension Fund

Linda Nussbaum / DDS

Linda P. Nussbaum
Bart D. Cohen
Fred T. Isquith
NUSSBAUM LAW GROUP, P.C.
1211 Avenue of the Americas, 40th Floor
New York, NY 10036
Telephone: (917) 438-9189
lnussbaum@nussbaumpc.com
bcohen@nussbaumpc.com
fisquith@nussbaumpc.com

Jayne A. Goldstein
SHEPHERD FINKELMAN
MILLER & SHAH LLP
1625 N. Commerce Parkway
Suite 320
Fort Lauderdale, FL 33326
Telephone: (954) 515-0123
jgoldstein@sfmslaw.com

*Attorneys for Plaintiffs Deerfield Beach
Municipal Firefighters' Pension Trust Fund and
Lincolnshire Police Pension Fund*

Michael J. Freed
Robert J. Wozniak
Brian M. Hogan
FREED KANER LONDON & MILLEN LLC
2201 Waukegan Road
Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500
Facsimile: (224) 632-4500

*Attorneys for Plaintiff Lincolnshire Police
Pension Fund*

Jonathan B. Pitt / JPS

Jonathan B. Pitt
WILLIAMS & CONNOLLY LLP
650 Fifth Avenue, Suite 1500
New York, New York 10019
Telephone: (646) 949-2800
Facsimile: (646) 949-2801

725 Twelfth Street, NW
Washington, DC 20005
Telephone: (202) 434-5341
Facsimile: (202) 434-5029
jpitt@wc.com

*Attorney for Defendants Bank of America, N.A.
and Merrill Lynch, Pierce, Fenner & Smith LLC*

Richard D. Owens / JPS

Richard D. Owens
Lawrence E. Buterman
LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
richard.owens@lw.com
lawrence.buterman@lw.com

*Attorneys for Defendants Barclays Bank PLC and
Barclays Capital Inc.*



Adam S. Hakki
Agnès Dunogué
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000
Facsimile: (212) 848-7179
adam.hakki@shearman.com
agnes.dunogue@shearman.com

Attorneys for Defendant BNP Paribas Securities Corp.



Meredith Kotler
CLEARY GOTTLIEB STEEN & HAMILTON
LLP
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
mkotler@cgsh.com

Attorney for Defendant Citigroup Global Markets Inc.

David G. Januszewski / DJS

David G. Januszewski
Herbert S. Washer
Jonathan D. Their
Peter J. Linken
CAHILL GORDON & REINDEL LLP
80 Pine Street
New York, New York 10005
Telephone: (212) 701-3000
djanuszewski@cahill.com
hwasher@cahill.com
jthier@cahill.com
plinken@cahill.com

*Attorneys for Defendants Credit Suisse AG and
Credit Suisse (USA) LLC*

John Terzaken / DJS

John Terzaken
Abram J. Ellis
Jonathan D. Porter
Adrienne V. Baxley
SIMPSON THACHER & BARTLETT LLP
900 G Street, NW
Washington, DC 20001
Telephone: (202) 636-5858
Facsimile: (202) 636-5502
john.terzaken@stblaw.com

*Attorneys for Defendants Deutsche Bank AG and
Deutsche Bank Securities Inc.*

Daniel L. Stein / DS

Daniel L. Stein
MAYER BROWN LLP
1221 Avenue of the Americas
New York, NY 10020-1001
Telephone: (212) 506-2500
Facsimile: (212) 262-1910
dstein@mayerbrown.com

Andrew S. Marovitz (*pro hac vice* forthcoming)
Britt M. Miller (*pro hac vice* forthcoming)
MAYER BROWN LLP
71 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 782-0600
Facsimile: (312) 701-7711
amarovitz@mayerbrown.com
bmiller@mayerbrown.com

Attorneys for Defendants HSBC Securities (USA) Inc. and HSBC Bank PLC

Robert D. Wick / DS

Robert D. Wick (appearing *pro hac vice*)
Henry Liu
Jeff Cao
COVINGTON & BURLING LLP
One City Center
8500 Tenth Street, N.W.
Washington D.C. 20001
Telephone: (202) 662-6000
rwick@cov.com
hliu@cov.com
jcao@cov.com

Attorneys for Defendants First Tennessee Bank, N.A. and FTN Financial Securities Corp.

Richard C. Pepperman II / DS

Richard C. Pepperman II
Matthew J. Porpora
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004-2498
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
peppermanr@sullcrom.com
porporam@sullcrom.com
carterjo@sullcrom.com

*Attorneys for Defendant Goldman Sachs & Co.
LLC*

Boris Bershteyn / DS

Boris Bershteyn
SKADDEN, ARP, SLATE,
MEAGHER & FLOM LLP
Four Times Square
New York, NY 10036
Telephone: (212) 735-3000
Facsimile: (212) 735-2000
boris.bershteyn@skadden.com

Gretchen M. Wolf (*pro hac vice* forthcoming)
Lara A. Flath (*pro hac vice* forthcoming)
SKADDEN, ARP, SLATE,
MEAGHER & FLOM LLP
155 N. Wacker Drive
Chicago, IL 60606
Telephone: (312) 407-0700
Facsimile: (312) 407-0411
gretchen.wolf@skadden.com
lara.flath@skadden.com

*Attorneys for Defendants JPMorgan Chase Bank,
N.A. and J.P. Morgan Securities LLC*

Brian J. Fischer / JS

Brian J. Fischer
JENNER & BLOCK LLP
919 Third Avenue
New York, New York 10022-3908
Telephone: (212) 891-1629
Facsimile: (212) 891-1699
bfischer@jenner.com

Matthew S. Hellman
JENNER & BLOCK LLP
1099 New York Avenue, NW, Suite 900
Washington, D.C. 20001-4412
Telephone: (202) 639-6861
Facsimile: (202) 661-4983
mhellman@jenner.com

Attorneys for Defendant Nomura Securities International, Inc.

James H.R. Windels / JS

James H.R. Windels
Brian M. Burnovski
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
james.windels@davispolk.com
brian.burnovski@davispolk.com

Attorneys for Defendant TD Securities (USA) LLC

Jefferson E. Bell / JES

Jefferson E. Bell
GIBSON DUNN
200 Park Avenue
New York, NY 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035
jbell@gibsondunn.com

D. Jarrett Arp
GIBSON DUNN
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Telephone: (202) 955-8500
Facsimile: (202) 467-0539
jarp@gibsondunn.com

Attorneys for Defendant UBS Securities LLC

Jonathan Rosenberg / JRS

Jonathan Rosenberg
O'MELVENY & MYERS LLP
7 Times Square
New York, NY 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061
jrosenberg@omm.com

Ian Simmons
Katrina Robson
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
Telephone: (202) 383-5300
Facsimile: (202) 383-5414
isimmons@omm.com
krobson@omm.com

*Attorneys for Defendant Wells Fargo Securities,
LLC*

SO ORDERED.

Dated: New York, New York
March ___, 2019

Hon. Jed S. Rakoff